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*Proposed Counsel for the Debtors and  
 Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

----- )  
 In re: ) Case No. 12-12020 (MG)  
 )  
 RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
 Debtors. ) Jointly Administered  
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**DEBTORS' EXHIBIT LIST FOR HEARING  
 ON DEBTORS' DIP FINANCING MOTION**

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
1	Amended and Restated Superpriority Debtor-in-Possession Credit and Guaranty Agreement, dated as of May 16, 2012, as amended and restated as of June [ ], 2012 among GMACM BORROWER LLC, a Debtor and Debtor-in-Possession under Chapter 11 of the Bankruptcy Code, as a Borrower, RFC BORROWER LLC, a Debtor and Debtor-in-Possession under Chapter 11 of the Bankruptcy Code, as a Borrower, RESIDENTIAL CAPITAL, LLC, GMAC MORTGAGE, LLC, RESIDENTIAL FUNDING COMPANY, LLC, and CERTAIN SUBSIDIARIES OF RESIDENTIAL CAPITAL, LLC, each a Debtor and Debtor-in-Possession under Chapter 11 of the Bankruptcy Code, as Guarantors, GMAC MORTGAGE, LLC and RESIDENTIAL FUNDING COMPANY, LLC, as Administrators, Originators, Receivables Custodians and Services, GMAC MORTGAGE, LLC, as GMACM Servicer, THE LENDERS PARTY HERETO, BARCLAYS BANK PLC, as Administrative Agent, BARCLAYS BANK PLC, as Collateral Agent, BARCLAYS BANK PLC, as Syndication Agent and as Documentation Agent, and BARCLAYS BANK PLC, as Bookrunner and Lead Arranger for the Credit Facilities [CLEAN AND BLACKLINE]



<u>EXHIBIT</u>	<u>DESCRIPTION</u>
2	DEBTOR-IN-POSSESSION FINANCING AMENDMENT, The Eighth Amendment to the Amended and Restated Loan Agreement (Line of Credit) dated as of May 25, 2012 by and among RESIDENTIAL FUNDING COMPANY, LLC, as Borrower, GMAC MORTGAGE, LLC, as Borrower, RESIDENTIAL CAPITAL, LLC, AND CERTAIN OTHER AFFILIATES OF THE BORROWERS as Guarantors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent and Certain Other Financial Institutions and Persons from time to time party hereto as Lenders

Dated: June 15, 2012  
New York, New York

/s/ Larren M. Nashelsky  
Larren M. Nashelsky  
Gary S. Lee  
Stefan W. Engelhardt  
Todd M. Goren  
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